



15 July 2015

Transaction Update – CWH Purchase of 60% of Shanghai KeChao Industrial Limited

As announced on 16 February 2015, CWH Resources Limited (ASX:CWH) (**Company**) has agreed to terms to purchase 60% of the share capital of Shanghai KeChao Industrial Limited (**KeChao Industrial**).

Further to that announcement, the Company wishes to provide the following transaction update:

- The ASX has confirmed that Listing Rules 11.1.2 and 11.1.3 will apply to the transaction. Accordingly, if shareholder approval is obtained for the Company to proceed with and complete the transaction, the Company will be required to re-comply with Chapters 1 and 2 of the Listing Rules.
- The Company will need to conduct an equity capital raising of at least \$3.0m to complete the transaction. The Company will prepare and lodge a prospectus to undertake this capital raising.
- The following is an updated indicative transaction timetable.*

Indicative timetable	Date
Despatch of Notice of Meeting	August 2015
Lodgement of prospectus with ASIC and ASX	September 2015
Extraordinary General Meeting (EGM) to approve the transaction and the capital raising	September 2015
<i>Assuming that shareholder approval is obtained at the EGM for all resolutions</i>	
Opening of the offer under the prospectus	September 2015
Closing of the offer under the prospectus	October 2015
<i>Assuming that all ASX requirements have been met</i>	
Allotment of securities under the Notice of Meeting and prospectus	October 2015
Completion of transaction	October 2015
Pre-quotation disclosure to ASX	October 2015
Suspension lifted and the Company's securities re-commence trading on ASX	October 2015

* Please note that the above date ranges are indicative only, and each or any of them may be varied without notice.

Shareholder approval and transaction funding

The Company will finalise the Notice of Meeting required for the EGM to obtain shareholder approval in the coming weeks with a view to despatching the NOM as soon as practicable to CWH shareholders. Shareholder approval will be sought for all material aspects of the transaction, including the change to the nature and scale of the Company's activities, and the issue of new shares to raise up to \$6m via a prospectus.

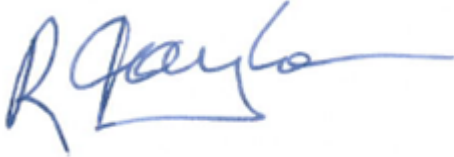
It is anticipated that the prospectus will be lodged with ASIC and ASX prior to the EGM being held, with the issue of new shares being conditional on shareholder approval being obtained at the EGM for all relevant resolutions.

Re-instatement to the Official List of the ASX

The ASX has advised that the transaction must not be consummated until ASX's requirements have been met. As shareholders may be aware, the Company has been suspended from Official Quotation

since 1 October 2014. The Company is working closely with ASX to resolve any and all outstanding issues. As part of the transaction, the Company will also be required to re-comply with Chapters 1 and 2 of the Listing Rules.

For further information, please contact the undersigned on 0438 184 784.



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